

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SKYLINE SOFTWARE SYSTEMS, INC.,

Plaintiff,

v.

KEYHOLE, INC., and
GOOGLE INC.

Defendants.

CIVIL ACTION NO. 04-11129 DPW

**DECLARATION OF DARRYL M. WOO
IN SUPPORT OF DEFENDANTS' CLAIM
CONSTRUCTION**

1. I am an attorney duly licensed to practice in the State of California and am a partner with the law firm of Fenwick & West LLP, attorneys of record for Defendants Keyhole, Inc. and Google Inc. I have been admitted *pro hac vice* for this matter. I have personal knowledge of the matters set forth herein, and if called upon to do so, I could and would testify competently thereto.

2. Attached hereto as Exhibit 1 is a true and correct copy of U.S. Patent No. 6,496,189.

3. Attached hereto as Exhibit 2 is a chart containing what Defendants proffer as the correct constructions of claim terms for claims 1 and 12 of the '189 patent, along with the constructions that Skyline has offered as to these terms.

4. Attached hereto as Exhibit 3 is a chart containing Defendants' constructions of all

of the claim terms that Defendants believe should be construed, including those that Skyline has *not* disputed or for which Skyline has not proposed a construction. These also include what Defendants proffer as the correct constructions for claims 1 and 12.

5. Attached hereto as Exhibits 4-7 is a true and correct copy of the entire prosecution history of U.S. Patent No. 6,496,189. Due to its size, the prosecution history has been separated into four parts, attached as Exhibits 4 through 7.

6. Attached hereto as Exhibit 8 is a true and correct copy of U.S. Patent No. 5,760,783 (the "Migdal" patent).

7. Attached hereto as Exhibit 9 is a true and correct copy of the claims of the '189 patent. The errors in the claim language have been highlighted for ease of reference.

8. Attached hereto as Exhibit 10 is a true and correct copy of Plaintiff's Answers and Objections to Keyhole's First Set of Interrogatories (Nos. 1-10), served on January 28, 2005, four days late under the Federal Rules of Civil Procedure. In its Answer to Interrogatory No. 1, Skyline asserted for the first time that each and every claim of the '189 patent, 24 in all, are infringed by Defendants.

9. Attached hereto as Exhibit 11 are true and correct copies of letters from Darryl Woo to Joseph Hameline, one sent on 1/18/05, and another sent on 1/24/05. In each of these letters, Defendants proposed that the parties first exchange their preliminary proposed claim constructions in their respective discovery responses each due on January 24, 2005, and then supplement them on January 31, or on some other mutually agreeable date, in light of the initial responses exchanged on January 24. Skyline either did not respond or refused Defendants' proposal.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 25, 2005

/s/ Darryl M. Woo
Darryl M. Woo